

EXHIBIT A

To Quarterly Application

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., et. al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Objection Deadline: January 6, 2012 @ 4:00 p.m.
) Hearing Date: Only if Objection is Timely Filed
)

**TWENTIETH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	October 1, 2011, through October 31, 2011
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 3,735.00
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% ¹) sought as actual, reasonable and necessary:	CDN \$ 2,705.74

This Applicant's Twentieth Monthly Application.

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¹ On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00 \$ 4,415.25	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00 \$ 2,639.25	\$ 2535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00 \$ 1,243.50	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 – May 31, 2011	\$ 3,720.00	\$ 493.40	\$ 2,976.00	\$ 493.40
08/04/2011 Dkt. #27374	June 1, 2011 – June 30, 2011	\$ 7,965.00	\$ 1,067.51	\$ 6,372.00	\$ 1,067.51
08/31/2011 Dkt. #27534	July 1, 2011 – July 31, 2011	\$ 7,597.50	\$ 989.49	\$ 6,078.00	\$ 989.49
10/04/2011 Dkt. #27716	August 1, 2011 – August 31, 2011	\$ 6,483.75	\$ 851.59	\$ 5,187.00	\$ 851.59
11/14/2011 Dkt. #27939	September 1, 2011 – September 30, 2011	\$ 15,104.64	\$ 4,604.40	Pending	Pending

Fee Detail by Professional for the Period of October 1, 2011, through October 31, 2011:

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ² (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 23 Years 1988	\$525.00	4.00	\$ 2,100.00
David Thompson – Travel		\$262.50	0.00	0.00
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	2.30	\$ 1,035.00
Matthew G. Moloci - Travel		\$225.00	0.00	0.00
Cindy Yates	Law Clerk, 25 Yrs.	\$120.00	5.00	\$ 600.00
Grand Total			11.30	\$ 3,735.00
Blended Rate				\$ 330.53
Blended Rate (excluding Law Clerk time)				\$ 497.62

Monthly Compensation by Matter Description for the Period of October 1, 2011, through October 31, 2011:

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	4.20	\$ 2,122.50
11 - Fee Applications, Applicant	6.45	\$ 1,286.25
12 – Fee Applications, Others	0.00	0.00
14 - Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 - Other	0.65	\$ 326.25
TOTAL	11.30	\$ 3,735.00

² Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

Monthly Expense Summary for the Period October 1, 2011, through October 31, 2011:

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.00
Consulting on Canadian Vermiculite Settlement	Pinchin Environmental ³	1,964.77
Travel – Meals		0.00
Travel – Accommodations		0.00
Travel – Airline		0.00
Travel – Taxi & Parking		0.00
Long Distance Calls		0.00
Harmonized Sales Tax (HST) 13%		740.97
TOTAL		\$ 2,705.74

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the "Applicant") has today filed this Notice of Monthly Fee and Expenses Invoice for October 1, 2011, through October 31, 2011, (this "Monthly Fee Statement")⁴ pursuant to the Modified Order Granting The Canadian ZAI Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before January 6, 2012, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

³ Applicant's receipt for expenses incurred for October 1, 2011, through October 31, 2011, is attached hereto as **Exhibit A**.

⁴ Applicant's Invoice for October 1, 2011, through October 31, 2011, is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period October 1, 2011, through October 31, 2011, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$3,735.00 and actual and necessary expenses in the amount of CDN \$2,705.74 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$6,440.74; Actual Interim Payment of CDN \$2,988.00 (80% of the allowed fees) and reimbursement of CDN \$2,705.74 (100% of the allowed expenses) be authorized for a total payment of CDN \$5,693.74; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements

of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit C**.

Dated: December 15, 2011

Respectfully submitted,

By: /s/ Daniel K. Hogan
Daniel K. Hogan (DE Bar No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
Telephone: 302.656.7540
Facsimile: 302.656.7599
Email: dkhogan@dkhogan.com

**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**

EXHIBIT A

NOV 4 2011



2470 Milltower Crt
 Mississauga, ON L5N 7W5
 Tel: 905-363-0678
 Fax: 905-363-0681
www.pinchin.com



October 26, 2011

Client/Prebill: 13562/368944
 HST/GST No.: R104201249
 QST No.: 1216342719 TQ0001
INVOICE No. 179708

Scarfone Hawkins LLP
 1 James Street South, 14th Floor
 P.O. Box 926, Depot 1
 Hamilton, ON L8N 3P9

Attention: Mr. David Thompson

RE: Consulting on Canadian Vermiculite Settlement Various
 Job #: 50562

Professional Fees and Costs for the period ending September 30, 2011:

TOTAL FEES	3,543.75
TOTAL COSTS	385.79
SUBTOTAL	<u>\$3,929.54</u>
HST ON 13%	510.84
TOTAL AMOUNT DUE (CDN)	<u>\$4,440.38</u>

50% payment
 by Scarfone Hawkins, LLP
 \$2,220.19

Scarfone Hawkins LLP
Project No.: 50562 / Bill No. 179708
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SUMMARY OF SERVICES:**Project Fee Summary: 50562**

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pinchin, Donald, J.	Client Services	10.50	337.50	3,543.75
		<u>Total</u>	<u>10.50</u>	<u>\$ 3,543.75</u>

Project Cost Summary: 50562

<u>Disbursement</u>	<u>Amount</u>
Air Travel Costs	221.38
Travel Costs	141.20
Parking	23.21
Miscellaneous	0.00
<u>Total</u>	<u>\$ 385.79</u>

Scarfone Hawkins LLP
 Project No.: 50562 / Bill No. 179708
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TIME DETAIL**Project Fee Detail: 50562**

Date	Hours	Name	Fees	
06/06/11	2.50	Pinchin, Donald, J.	Meeting regarding Vermiculite claim with Thompson and Moloci	843.75
09/28/11	8.00	Pinchin, Donald, J.	travel and meeting in Montreal	2700.00
Total Fees for Project No.: 50562			<u>\$3,543.75</u>	

COST DETAIL**Project Cost Detail: 50562**

Date	Tkpr	Cost Description	Amount
09/30/11	DJP	Air Travel Costs	221.38
09/30/11	DJP	Travel Costs	81.20
09/30/11	DJP	Travel Costs	60.00
09/30/11	DJP	Parking	23.21
Total Disbursements for Project No.: 50562			<u>\$ 385.79</u>

EXHIBIT B

W.R. GRACE & CO., et al.
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION
DATE:
October 31, 2011
OUR FILE NO: 05L121

Scarfone Hawkins LLP

H.S.T. REGISTRATION NO. 873984314 RT – 0001

CANADIAN ZAI MONTHLY FEE APPLICATION
(October 1, 2011 – October 31, 2011)

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
10/02/11	<i>Email from CDN ZAI PD Claimant Tim Kwiatkowski; email to Anna-Marie Gibbs to follow-up with response;</i>	MGM	\$450.00	0.10	\$45.00
10/03/11	<i>receipt of and respond to multiple class member inquiries as to status of CDN ZAI settlement and timing of U.S. Appeals, receipt and review Karen Harvey email and review application for compensation, memo to Cindy Yates, receipt Matt Moloci memo re: class member inquiries, memo to Anna-Marie Gibbs re: standard response to inquiries, execute certification of counsel and instruct Cindy Yates to return to Karen Harvey</i>	DT	\$525.00	1.00	\$525.00
10/03/11	<i>Email from Anna-Marie Gibbs follow-up response email to CDN ZAI PD Claimant Tim Kwiatkowski; emails to and from David Thompson regarding update of standard form responses to inquiries from claimants</i>	MGM	\$450.00	0.20	\$90.00
10/04/11	<i>receipt Karen Harvey email, receipt Careen Hannouche email, email to Careen Hannouche re: holdback monies receipt from Grace</i>	DT	\$525.00	0.10	\$52.50
10/04/11	<i>Email from Careen Hannouche with attached Memorandum summarizing Montreal meeting concerning CDN ZAI PD claims administration and protocol; instructions to Christine Hutton; review memorandum; email from David Thompson</i>	MGM	\$450.00	0.30	\$135.00
10/04/11	<i>Receive multiple emails correspondences from Karen Harvey and Cindy Yates regarding 18th monthly fee applications and confirmation of prior payments received</i>	MGM	\$450.00	0.20	\$90.00
10/05/11	<i>emails to and from Karen Harvey, receipt of and review 18th monthly application, etc.</i>	DT	\$525.00	0.25	\$131.25

10/05/11	<i>Email instructions to Christine Hutton regarding CDN ZAI PD claims settlement binder and materials</i>	MGM	\$450.00	0.10	\$45.00
10/06/11	<i>receipt of and respond to various class member inquiries</i>	DT	\$525.00	0.25	\$131.25
10/06/11	<i>review Michel Belanger memo and consider amendments to draft Distribution Plan</i>	DT	\$525.00	0.40	\$210.00
10/10/11	<i>Email from Karen Harvey regarding fee auditor's direction concerning meal and hotel expenses</i>	MGM	\$450.00	0.10	\$45.00
10/11/11	<i>receipt Karen Harvey email re: update from fee auditor</i>	DT	\$525.00	0.10	\$52.50
10/11/11	<i>receipt and respond to class member inquiries</i>	DT	\$525.00	0.25	\$131.25
10/13/11	<i>receipt of and respond to various class member inquiries as to status of settlement and U.S. appeals</i>	DT	\$525.00	0.35	\$183.75
10/14/11	<i>receipt cheque from Dan Hogan, wire transfer 1/2 of money to Lauzon Belanger, discuss with Cindy Yates, email to Grace's accounts payment department, re: wire transfer of monies received, etc.</i>	DT	\$525.00	0.35	\$183.75
10/19/11	<i>receipt of and respond to multiple and various class member inquiries - Alberta, New Jersey, refer Trenton inquiry to U.S. counsel</i>	DT	\$525.00	0.40	\$210.00
10/19/11	<i>Emails from Cindy Yates and Sue McCormick regarding receipt of part payment and application to July 2011 fee application</i>	MGM	\$450.00	0.20	\$90.00
10/21/11	<i>Emails from Sue McCormick and David Thompson regarding payments received, allocation and corrections made</i>	MGM	\$450.00	0.10	\$45.00
10/26/11	<i>receipt Careen Hannouche letter, memo to Cindy Yates and Matt Moloci re: monies owing to Lauzon Belanger Lesperance for Dan Hogan invoice</i>	DT	\$525.00	0.10	\$52.50
10/26/11	<i>Email from David Thompson with attached letter from Michel Belanger addressing Hogan invoice, payment and reconciliation among CDN ZAI representative counsel</i>	MGM	\$450.00	0.10	\$45.00
10/27/11	<i>Email from Karen Harvey with attached 18th Monthly Fee Applications of Lauzon, Belanger; Scarfone, Hawkins and The Hogan Firm; review</i>	MGM	\$450.00	0.20	\$90.00
10/28/11	<i>follow-up on class member inquiries, receipt of and respond to inquiries as to status of U.S. appeals, letter to Dan Hogan</i>	DT	\$525.00	0.35	\$183.75
10/28/11	<i>receipt Dan Hogan email re: status of U.S. appeals</i>	DT	\$525.00	0.10	\$52.50
10/28/11	<i>Email from David Thompson to Dan Hogan requesting update regarding status of U.S. proceedings; email reply from Hogan; review</i>	MGM	\$450.00	0.20	\$90.00
10/28/11	<i>Email from CDN ZAI PD claimant Neluka Leanage with questions; review</i>	MGM	\$450.00	0.20	\$90.00
10/31/11	<i>Email from Cindy Yates regarding receipt of wire transfer of funds and allocation of payment</i>	MGM	\$450.00	0.10	\$45.00
10/31/11	<i>Email from Cindy Yates to Karen Harvey with attached draft fee application for September 2011; review; email reply from Harvey</i>	MGM	\$450.00	0.20	\$90.00

10 /31/11	<i>review dockets for period October 1, 2011 to October 31, 2011, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of October 1, 2011 to October 31, 2011</i>	LC	\$120.00	5.00	\$600.00
SUB-TOTAL			11.3		\$3,735.00

TIMEKEEPER	ID	HOURS	RATE	TOTAL	PLUS 13% H.S.T
DAVID THOMPSON 23 + years	DT	4.00	\$525.00	\$2,100.00	\$273.00
MATTHEW G. MOLOCI 13 + years	MGM	2.30	\$450.00	\$1,035.00	\$134.55
LAW CLERK Cindy Yates 30 years	CY	5.00	\$120.00	\$600.00	\$78.00
SUB-TOTAL:		11.3		\$3,735.00	\$485.55
TOTAL FEES AND TAXES:					\$4,220.55

DISBURSEMENTS SUMMARY

DATE	DISBURSEMENT	HST EXEMPT	HST NON-EXEMPT	PLUS 13% H.S.T.	TOTAL
10/26/11	Pinchin Environmental Invoice 179708		\$3,929.54	\$510.84	\$4,440.38
	One-half paid by Scarfone Hawkins LLP		\$1,964.77	\$255.42	\$2,220.19
TOTAL DISBURSEMENTS:					\$2,220.19

TOTAL FEES AND APPLICABLE TAXES:	\$6,440.74
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THIS IS OUR FEE APPLICATION,
Per:

SCARFONE HAWKINS LLP
E. & O.E.

*Del. Bankr. LR 2016-2(e)(iii) allows for
\$.10 per page for photocopies.

EXHIBIT C

CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)

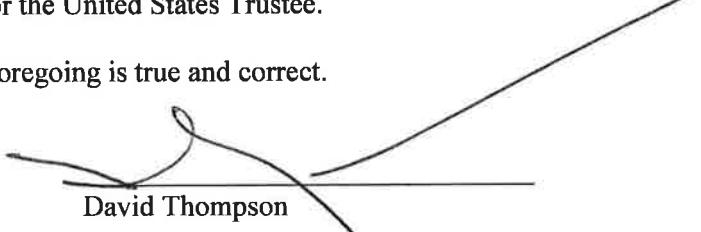
PROVINCE OF ONTARIO :
: SS
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.

4. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.



David Thompson

SWORN AND SUBSCRIBED

Before me this 15th day of December, 2011.



Cindy L. Yates

Notary Public
My Commission Expires: _____

Cindy Lea Yates, a Commissioner, etc.,
City of Hamilton, for Scarfone Hawkins LLP,
Barristers and Solicitors.
Expires March 21, 2012.